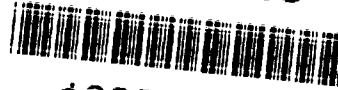


12-14-1998

MPR 12/7/98



100920468

To the Honorable Commissioner of Patents and Trademarks. Please record this document and return a copy thereof.

1. Name of conveying party(ies):

2. Name and address of receiving party(ies):

Paragon Health Network, Inc.

Name: Mariner Health Group, Inc.

Address: One Ravinia Drive, Suite 1500

- Individual
- General Partnership
- Corporation-Delaware
- Other _____
- Association
- Limited Partnership

City Atlanta State Georgia ZIP 30346

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware _____
- Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: July 31, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4(a). Trademark Application No.(s): 75/480,472
75/505,362

4(b). Trademark Registration No.(s):

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name Dale Lischer

Address: JONES & ASKEW, LLP
37th Floor, 191 Peachtree Street, N.E.
Atlanta, Georgia 30303

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) enclosed: \$ 160

Refund Ref: 12/10/1998 DNGUYEN 0000070063

CHECK Refund Total: \$95.00

12/10/1998 DNGUYEN 00000232 75480472

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 25.00 DP

8. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Box Assignments, Washington D.C. 20231, on 12/2/98.

Dale Lischer

Dale Lischer
Signature

12/2/98
Date

Attorney Docket No: 16293-8010
16293-8020

Total number of pages including cover sheet: 7

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks
Box Assignments
Washington, D.C. 20231

CERTIFICATE OF COMPLETION

The undersigned hereby certify that pursuant to an Agreement and Plan of Merger dated as of April 13, 1998 among Paragon Health Network, Inc. ("Paragon"), Mariner Health Group, Inc. ("Mariner") and Paragon Acquisition Sub, Inc. ("Merger Sub") a wholly-owned subsidiary of Paragon:

(i) Merger Sub was merged (the "Merger") with and into Mariner, with Mariner surviving and continuing as a wholly-owned subsidiary of Paragon (the "Surviving Corporation"), and Paragon will continue as the parent corporation, under the name described below, following the Merger;


(ii) Concurrent with the effectiveness of the Merger, Paragon changed its name to Mariner Post-Acute Network, Inc. ("MPN");

(iii) Each share of Mariner common stock, par value \$.01 per share, issued and outstanding immediately prior to the effective time of the Merger was converted into, exchanged for and represents the right to receive, one share of common stock, par value \$.01 per share, of MPN;

(iv) Each share of Merger Sub common stock, par value \$.01 per share, issued and outstanding immediately prior to the effective time of the Merger was converted into one share of common stock of the Surviving Corporation;

The undersigned further certify that the Merger was consummated and became effective on July 31, 1998 as evidenced by a copy of the Certificate of Merger attached hereto as Annex I. The Certificate was filed with the Secretary of State of Delaware on July 31, 1998.

Mariner Post-Acute Network, Inc.

By: 

Keith Pitts
Chief Executive Officer

Mariner Health Group, Inc.

By: 

Arthur W. Stratton, Jr., MD
Chief Executive Officer

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PARAGON ACQUISITION SUB, INC.", A DELAWARE CORPORATION, WITH AND INTO "MARINER HEALTH GROUP, INC." UNDER THE NAME OF "MARINER HEALTH GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF JULY, A.D. 1998, AT 5 O'CLOCK P.M.



A handwritten signature in black ink, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2168418 8100M

DATE: 9405242

981438066

11-13-98
TRADEMARK
REEL: 1825 FRAME: 0167

CERTIFICATE OF MERGER

MERGING

PARAGON ACQUISITION SUB, INC.

WITH AND INTO

MARINER HEALTH GROUP, INC.

(Under Section 251 of the General Corporation Law of the State of Delaware)

Mariner Health Group, Inc., a Delaware corporation, hereby certifies that:

1. The name and state of incorporation of each of the constituent corporations is as follows:

and (a) Paragon Acquisition Sub, Inc., a Delaware corporation ("Acquisition");

(b) Mariner Health Group, Inc., a Delaware corporation ("Mariner").

2. The Agreement and Plan of Merger, dated as of April 13, 1998 among Paragon Health Network, Inc., a Delaware corporation, Mariner and Acquisition has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 (and, with respect to Acquisition, by the written consent of its sole stockholder in accordance with Section 228) of the General Corporation Law of the State of Delaware.

3. The name of the surviving corporation is Mariner Health Group, Inc. (the "Surviving Corporation").

4. The Restated Certificate of Incorporation of Mariner shall be amended and restated in its entirety at the effective time of the merger to read as set forth in Exhibit A hereto and, as so amended and restated, shall be the restated certificate of incorporation of the Surviving Corporation.

5. The executed Agreement and Plan of Merger is on file at the offices of the Surviving Corporation at 1881 Worcester Road, Farmington, Massachusetts 01701.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.


RLP1-172919-1

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 PM 07/31/1998
981299113 - 2168418

7. The Merger shall become effective at 5:00 PM on July 31, 1998.

IN WITNESS WHEREOF, Mariner Health Group, Inc. has caused this certificate to be signed as of the 31st day of July 1998.

MARINER HEALTH GROUP, INC.

By: 
Name: Arthur W. Stratton, Jr., MD
Office: Chief Executive Officer

RLP1-172919-1

EXHIBIT A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MARINER HEALTH GROUP, INC.**

FIRST. The name of the corporation is Mariner Health Group, Inc.

SECOND. The address of the corporation's registered office in the State of Delaware is One Rodney Square, 10th Floor, Tenth and King Streets, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is RL&F Service Corp.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of stock which the corporation shall have authority to issue is 3,000. All such shares are to be Common Stock, par value of \$.01 per share, and are to be of one class.

FIFTH. Unless and except to the extent that the by-laws of the corporation shall so require, the election of directors of the corporation need not be by written ballot.

SIXTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter and repeal the by-laws of the corporation, subject to the power of the stockholders of the corporation to alter or repeal any by-law whether adopted by them or otherwise.

SEVENTH. A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

EIGHTH. The corporation shall, to the maximum extent permitted from time to time under the laws of the State of Delaware, indemnify and upon request shall advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was or has agreed to be a director or officer of the corporation or while a director or officer is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans.

RLF1-172989.1

DIV OF CORPS - TECH SUPPORT ← 913026555049

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11/13/98

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